

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

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OLYMPIA LEVINSON STIEGELE,

Plaintiff,

v.

BERNARD C. BAILEY, PAUL T. PRINCIPATO,  
PETER NESSEN, THOMAS J. REILLY, DENIS  
K. BERUBE, B.G. BECK, CHARLES E. LEVINE,  
and WILLIAM K. AULET,

Defendants,

v.

VIISAGE TECHNOLOGY, INC.,

Nominal Defendant.

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Case No. 05-10677 (MLW)

**TRANSMITTAL AFFIDAVIT OF ALOKNANDA S. BOSE  
TO DEFENDANTS' REPLY MEMORANDUM IN SUPPORT OF MOTION TO  
DISMISS VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT**

I, Aloknanda S. Bose, depose and state the following:

1. I am an associate with the law firm Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts. I am a member in good standing of the Bar of the Commonwealth of Massachusetts. I am counsel for nominal defendant Viisage Technology, Inc. and defendants Bernard C. Bailey, Paul T. Principato, Peter Nessen, Thomas J. Reilly, Denis K. Berube, B.G. Beck, Charles E. Levine, and William K. Aulet.

2. I submit this affidavit on behalf of all the defendants and in support of Defendants' Reply Memorandum in support of their Motion to Dismiss Plaintiff's Verified Shareholder Derivative Complaint in the above-captioned matter.

3. I have attached true and accurate copies of the following documents hereto:

- a. Attached hereto as Exhibit A, excerpts from Viisage Technology, Inc.'s Form 10-K/A filed with the SEC on July 5, 2005;
- b. Attached hereto as Exhibit B, Form 4 for Charles E. Levine, filed with the SEC on August 18, 2004, September 15, 2004, October 18, 2004, November 16, 2004, December 17, 2004, and January 20, 2005;
- c. Attached hereto as Exhibit C, Form 4 for Buddy G. Beck, filed with the SEC on December 30, 2004;
- d. Attached hereto as Exhibit D, Form 4 for Thomas J. Reilly, filed with the SEC on December 15, 2004; and
- e. Attached hereto as Exhibit E, Form 4 for Lau Acquisition Corporation, filed with the SEC on December 15, 2004;

Subscribed and sworn to under the pains and penalties of perjury this 26th day of April 2006.

/s/ Alokmanda S. Bose  
Alokmanda S. Bose, Esq.

4075003v1

# **EXHIBIT A**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 10-K/A**  
(Amendment No. 1)

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☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2004

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from to .

Commission File Number 000-21559

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**VIISAGE TECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**296 Concord Road, Billerica, MA**  
(Address of principal executive offices)

**04-3320515**  
(I.R.S. Employer  
Identification No.)

**01821**  
(Zip Code)

Registrant's telephone number, including area code: (978)-932-2200

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to section 12(g) of the Act: Common Stock \$.001 par value

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference into Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by a check mark whether the Registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). ☒ Yes ☐ No

The aggregate market value of the voting stock held by nonaffiliates of the registrant as of June 27, 2005, was approximately \$155 million.

As of June 27, 2005, the registrant had 48,090,780 shares of Common Stock outstanding.

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Table of Contents**Explanatory Note**

Viisage Technology, Inc. (the "Company") is filing this Amendment No. 1 to Form 10-K to amend its Form 10-K for the year ended December 31, 2004, filed with the Securities and Exchange Commission on June 30, 2005 (the "Original Filing"), in order to amend Item 8, "Financial Statements and Supplementary Data" and Item 9A, "Controls and Procedures". Management's report on internal control over financial reporting and the related attestation report of the Company's independent registered public accounting firm included in Item 8 have been amended to explain that the internal controls of three subsidiaries of the Company were not included in such reports, as permitted by the Securities and Exchange Commission, because these entities were acquired by the Company during 2004. The description of the Company's controls and procedures in Item 9A has been amended to include this same disclosure regarding the three excluded subsidiaries.

Except for the matters disclosed in Items 8 and 9A and Exhibits 23.1, 31.1 and 31.2, which are filed herewith pursuant to the requirements of Rule 12b-15 under the Securities Exchange Act of 1934, this Amendment No. 1 to Form 10-K continues to speak as of the date of the Original Filing and does not modify, amend or update in any way the financial statements or any other item or disclosures in the Original Filing.

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With respect to the Company's information technology, or IT, systems, the Company:

- Identified gaps in IT policies and procedures as noted above in November 2004;
- Developed a detailed plan to remediate identified deficiencies which was completed in November 2004;
- Completed policy and procedure documentation of all key processes in December 2004;
- Implemented all identified general IT controls in the first quarter of 2005, other than those related to change control and access control of the newly-implemented financial application system and related spreadsheets;
- Plans to complete implementation of all identified general IT controls in 2005; and
- Hired a full-time IT manager with seven years experience who started at the beginning of March 2005.

There were no changes to any reported financial results that have been released by the Company in this or any other filing as a result of these identified deficiencies. The impact of the above conditions was relevant to the fiscal year ended December 31, 2004 only and did not affect the results of this period or any prior period. Management believes that the steps taken to date, along with certain other remediation plans it is currently undertaking, will address the material weaknesses that affected the Company's internal controls over financial reporting in fiscal year 2004. Management will continue with its on-going evaluation and will improve the Company's internal controls over financial reporting as necessary to assure their effectiveness. Notwithstanding, the effectiveness of the Company's system of internal control over financial reporting is subject to certain limitations, including the exercise of management's judgment in evaluating the same. As a result, there can be no assurance that the Company's internal controls over financial reporting will prevent all errors.

Management has evaluated the other internal control processes deemed to be significant for 2004 and has determined that there are no deficiencies in those processes that constitute significant deficiencies or material weaknesses.

In conducting the Company's evaluation of the effectiveness of its internal control over financial reporting, management determined that the internal control over financial reporting of Viisage Technology AG, Trans Digital Technologies Corporation, Imaging Automation, Inc. would be excluded from the fiscal 2004 internal control assessment, as permitted by the Securities and Exchange Commission.

In January 2004, Viisage Technology AG (formerly ZN Vision Technologies AG) was acquired for an aggregate purchase price of approximately \$31.6 million. Viisage AG contributed approximately 2.1% of the Company's total revenue in 2004 and accounted for approximately 1.3% of the total assets at December 31, 2004. In February 2004, Trans Digital Technologies Corporation was acquired for an aggregate purchase price of approximately \$56.6 million. Trans Digital Technologies contributed approximately 36.5% of the Company's total revenue in 2004 and accounted for approximately 8.6% of its total assets at December 31, 2004. In October 2004, Imaging Automation, Inc. was acquired for an aggregate purchase price of approximately \$39.8 million. Imaging Automation contributed approximately 1.1% of the Company's total revenue in 2004 and accounted for approximately 1.7% of its total assets at December 31, 2004. See Note 12 to the consolidated financial statements for further discussion of these acquisitions and their impact on the Company's consolidated financial statements.

The Company's independent registered public accounting firm, BDO Seidman, LLP, has issued an audit report on management's assessment of the Company's internal control over financial reporting, which appears below.

*Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting*

We have audited management's assessment, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting, that Viisage Technology, Inc. did not maintain an effective internal



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control over financial reporting as of December 31, 2004, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Management identified two material weaknesses in their internal control processes: the lack of sufficient personnel resources and technical accounting expertise within the accounting function to effect a timely financial close process and effectively evaluate and resolve non-routine and/or complex accounting transactions and the lack of control processes around information technology systems. Management of Viisage Technology, Inc is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Annual Report on Internal Control over Financial Reporting, management excluded from their assessment the internal control over financial reporting at Viisage Technology AG ("Viisage AG") which was acquired in January 2004 and whose financial statements reflect total assets and revenues constituting 1.3% and 2.1%, respectively, and Trans Digital Technologies Corporation ("TDT") which was acquired in February 2004 and whose financial statements reflect total assets and revenues constituting 8.6% and 36.5%, respectively, and Imaging Automation, Inc. ("iA") which was acquired in October 2004 and whose financial statements reflect total assets and revenues constituting 1.7% and 1.1%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2004. Accordingly, our audit did not include the internal control over financial reporting at Viisage AG, TDT and iA. See Note 12 to the consolidated financial statements for further discussion of these acquisitions and their impact on the Company's consolidated financial statements.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weaknesses have been identified and included in management's assessment: In its assessment as of December 31, 2004, management identified as a material weaknesses the lack of sufficient personnel resources and technical accounting expertise within the accounting function to effect a



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timely financial close process and effectively evaluate and resolve non-routine and/or complex accounting transactions and the lack of control processes around information technology systems. These material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the 2004 financial statements of Viisage Technology, Inc., and this report does not affect our report dated June 24, 2005 on these financial statements.

In our opinion, management's assessment that Viisage Technology Inc. did not maintain effective internal control over financial reporting as of December 31, 2004 is fairly stated, in all material respects, based on the COSO control criteria. Also, in our opinion, because of the effect of the material weaknesses described above on the achievement of the objectives of the control criteria, Viisage Technology Inc. has not maintained effective internal control over financial reporting as of December 31, 2004, based on the COSO control criteria.

Boston, Massachusetts  
June 24, 2005

/s/ BDO SEIDMAN, LLP

Table of Contents**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Viisage Technology, Inc.:

We have audited the accompanying consolidated balance sheets of Viisage Technology, Inc. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, changes in shareholders' equity and comprehensive loss and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 8, eight putative class action lawsuits were filed in the United States District Court for the District of Massachusetts against the Company and certain of its officers and directors, alleging violations of the federal securities laws arising out of purported misrepresentations in the guidance provided by the Company on its anticipated financial results for fiscal 2004 following the release of the Company's 2004 second and third quarter results, which allegedly artificially inflated the price of the Company's stock during the period May 3, 2004 through March 2, 2005. The Company is not able to estimate the amount of the loss allegedly suffered by members of the putative class or the amount of legal costs and internal efforts associated with defending itself and its officers and directors. If the Company is unsuccessful in defending itself in this litigation, these lawsuits could adversely affect its business, financial condition, results of operations and cash flows as a result of the damages that the Company would be required to pay. See Note 8 for further information.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Viisage Technology, Inc. and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2004, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission and have issued our report thereon dated June 24, 2005 which expressed an unqualified opinion on management's assessment that Viisage Technology, Inc. did not maintain effective internal control over financial reporting as of December 31, 2004, and an adverse opinion on the Company's effectiveness of internal control over financial reporting as of December 31, 2004.

/s/ BDO SEIDMAN, LLP

Boston, Massachusetts  
June 24, 2005

## **EXHIBIT B**

SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <b>LEVINE CHARLES E</b>		2. Issuer Name and Ticker or Trading Symbol <b>VIISAGE TECHNOLOGY INC</b> [ VISG ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner  Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2004		6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street)	BILLERICA MA 01821				
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	08/16/2004		S		1,500	D	\$5.53	57,545	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Ow Foll Rep Tra (s)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1	
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1	
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1	
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	4	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	3	
Stock										Common			

Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	1
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

**Explanation of Responses:**

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

08/18/2004

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31,  
2008Estimated average burden  
hours per  
response 0.5STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP

☐ Check this box if no longer  
subject to Section 16. Form 4  
or Form 5 obligations may  
continue. See Instruction 1  
(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of  
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment  
Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
LEVINE CHARLES E		VIISAGE TECHNOLOGY INC		(Check all applicable)	
(Last)	(First)	(Middle)		X Director	10% Owner
C/O VIISAGE TECHNOLOGY, INC.			Officer (give title below)		
296 CONCORD ROAD - 3RD FLOOR			Other (specify below)		
(Street)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BILLERICA MA 01821			X Form filed by One Reporting Person		
(City)			Form filed by More than One Reporting Person		
(State)					
(Zip)					
3. Date of Earliest Transaction (Month/Day/Year)					
09/15/2004					
4. If Amendment, Date of Original Filed (Month/Day/Year)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	09/15/2004		S		1,500	D	\$7.05	56,045	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Foli Rep Trai (s)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	
Stock									Common			

Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

**Explanation of Responses:**

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

09/15/2004

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**



SEC Form 4

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

<b>1. Name and Address of Reporting Person*</b> <b>LEVINE CHARLES E</b>  (Last) (First) (Middle) <b>C/O VIISAGE TECHNOLOGY, INC.</b> <b>296 CONCORD ROAD - 3RD FLOOR</b>  (Street) <b>BILLERICA MA 01821</b>  (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>VIISAGE TECHNOLOGY INC</b> <b>[ VISG ]</b>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <b>10/15/2004</b>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	10/15/2004		S		1,500	D	\$6.42	54,545	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Foll Rep Trai (s)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0		02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0		02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0		02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0		08/01/2001	08/01/2011	Common Stock	4,167	\$0	1
Stock Option	\$0.844	01/02/2001		A		0		01/02/2001	01/01/2011	Common Stock	5,833	\$0	1
Stock											Common		

Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

**Explanation of Responses:**

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

10/18/2004

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <b>LEVINE CHARLES E</b>  (Last) (First) (Middle) <b>C/O VIISAGE TECHNOLOGY, INC.</b> <b>296 CONCORD ROAD - 3RD FLOOR</b>  (Street) <b>BILLERICA MA 01821</b>  (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>VIISAGE TECHNOLOGY INC</b> <b>[ VISG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
		<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 11/15/2004	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
		<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	11/15/2004		S		1,500	D	\$6.84	53,045	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Ow Foll Rep Trai (s) (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A			0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A			0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A			0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A			0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	1
Stock Option	\$0.844	01/02/2001		A			0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	1
Stock											Common		

Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	1
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

**Explanation of Responses:**

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

11/16/2004

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2008  
 Estimated average burden  
 hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP

☐ Check this box if no longer  
 subject to Section 16. Form 4  
 or Form 5 obligations may  
 continue. See instruction 1  
 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of  
 the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment  
 Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
LEVINE CHARLES E		VIISAGE TECHNOLOGY INC [ VISG ]		(Check all applicable)	
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)		X Director 10% Owner	
C/O VIISAGE TECHNOLOGY, INC.		12/15/2004		Officer (give title below) Other (specify below)	
296 CONCORD ROAD - 3RD FLOOR		4. If Amendment, Date of Original Filed (Month/Day/Year)		X Form filed by One Reporting Person	
(Street)				Form filed by More than One Reporting Person	
BILLERICA MA	01821				
(City)	(State) (Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	12/15/2004		S		1,500	D	\$8.34	51,545	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Foll Rep Trai (s) I
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	
Stock									Common			

Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

**Explanation of Responses:**

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

12/17/2004

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**



SEC Form 4

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
<u>LEVINE CHARLES E</u>		<u>VIISAGE TECHNOLOGY INC</u>		(Check all applicable)	
(Last)	(First)	(Middle)		X Director	10% Owner
C/O VIISAGE TECHNOLOGY, INC.				Officer (give title below)	Other (specify below)
296 CONCORD ROAD - 3RD FLOOR					
(Street)			3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)
BILLERICA MA 01821			01/18/2005		
(City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Form filed by One Reporting Person
					Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	01/18/2005		S		1,500	D	\$7.82	50,045	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Foll Rep Tra (s) (
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		0	02/23/2004	02/23/2014	Common Stock	10,000	\$0	1
Stock Option	\$3.81	02/25/2003		A		0	02/25/2003	02/25/2013	Common Stock	10,000	\$0	1
Stock Option	\$6.16	02/20/2002		A		0	02/20/2002	02/20/2012	Common Stock	10,000	\$0	1
Stock Option	\$2.34	08/01/2001		A		0	08/01/2001	08/01/2011	Common Stock	4,167	\$0	
Stock Option	\$0.844	01/02/2001		A		0	01/02/2001	01/01/2011	Common Stock	5,833	\$0	
Stock									Common			



Option	\$5	04/25/2000	A	0	05/12/2003	04/25/2010	Stock	15,000	\$0	1
Stock Option	\$1.1875	05/28/1999	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0	.
Stock Option	\$4.4375	05/12/1998	A	0	05/13/2002	05/12/2008	Common Stock	19,970	\$0	1

**Explanation of Responses:**

1. The transactions reported on this Form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 8, 2002.

Charles J. Johnson,

Attorney-In-Fact

01/20/2005

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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## **EXHIBIT C**

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <b>BECK BUDDY G</b>  (Last) (First) (Middle) C/O TRANS DIGITAL TECHNOLOGIES CORP. 1215 JEFFERSON DAVIS HIGHWAY, SUITE 1105  (Street) ARLINGTON VA 22202  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>VIISAGE TECHNOLOGY INC</b> <b>[ VISG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) X Director X 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/29/2004	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	12/29/2004		J		500,000	D	\$0	5,217,873	D	
Common Stock					500,000				I	Trustee of Buddy and Charlotte Beck Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. N of deri Sec Ber Own Foll Rep Trai (s) (
				Code	V		Date Exercisable	Expiration Date			
Stock Option (Right to Buy)	\$5.45						02/23/2004	02/23/2014	Common Stock 10,000		1

Explanation of Responses:

1. Shares deposited into charitable trust of which Mr. Beck and his wife are the trustees.

Charles J. Johnson,

Attorney-In-Fact

12/30/2004

\*\* Signature of Reporting  
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## **EXHIBIT D**

SEC Form 4

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

<b>1. Name and Address of Reporting Person*</b> <u>REILLY THOMAS J</u>  (Last) (First) (Middle) C/O VIISAGE TECHNOLOGY, INC. 296 CONCORD ROAD - 3RD FLOOR  (Street) BILLERICA MA 01821  (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VIISAGE TECHNOLOGY INC</u> <u>[ VISG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
		<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/13/2004	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
		<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2004		S		10,000	D	\$8.7	17,577	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Other Information
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$5.45	02/23/2004		A		10,000		02/23/2004	02/23/2014	Common Stock	10,000	\$0	
Stock Option (Right to Buy)	\$3.81	02/25/2003		A		0		02/25/2003	02/25/2013	Common Stock	10,000	\$0	
Stock Option (Right to Buy)	\$6.16	02/20/2002		A		0		02/20/2002	02/20/2012	Common Stock	10,000	\$0	
Stock Option (Right to Buy)	\$2.34	08/01/2001		A		0		08/01/2001	08/01/2011	Common Stock	4,167	\$0	

Stock Option (Right to Buy)	\$0.844	01/02/2001	A	0	01/02/2001	01/02/2011	Common Stock	5,833	\$0
Stock Option (Right to Buy)	\$5	04/25/2000	A	0	04/25/2000	04/25/2010	Common Stock	15,000	\$0
Stock Option (Right to Buy)	\$1.19	05/08/2000	A	0	05/08/2000	05/28/2009	Common Stock	4,166	\$0
Stock Option (Right to Buy)	\$12.5	05/15/2002	A	0	05/15/2002	05/21/2007	Common Stock	15,000	\$0
Stock Option (Right to Buy)	\$2.96	05/27/1999	A	0	05/27/1999	06/17/2006	Common Stock	16,330	\$0

## Explanation of Responses:

Charles J. Johnson,  
Attorney-in-fact      12/15/2004  
 \*\* Signature of Reporting      Date  
 Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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# **EXHIBIT E**

SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response	0.5

1. Name and Address of Reporting Person* <b>LAU ACQUISITION CORP</b> (Last) (First) (Middle) 30 MONUMENT SQUARE, SUITE 220 (Street) CONCORD MA 01742 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>VIISAGE TECHNOLOGY INC</b> [ VISG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
		3. Date of Earliest Transaction (Month/Day/Year) 12/13/2004	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
		4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2004		S		70,000	D	\$8.67	5,565,592	D	
Common Stock <sup>(1)</sup>	12/13/2004		J		3,000	D	\$6	5,562,592	D	
Common Stock <sup>(1)</sup>	12/13/2004		J		3,000	D	\$6.15	5,559,592	D	
Common Stock <sup>(1)</sup>	12/13/2004		J		1,000	D	\$2.13	5,558,592	D	
Common Stock	12/15/2004		S		25,000	D	\$8.25	5,533,592	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 5)
				Code	V		Date Exercisable	Expiration Date			
									Amount or Number of Shares		

## Explanation of Responses:

1. Sale pursuant to option exercise under Lau Technologies Incentive Compensation Plan

Charles J. Johnson

12/15/2004

\*\* Signature of Reporting Person

Date

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